



RAILBOX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 984-3824

ANTHONY J. BARTON
DIRECTOR - EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

1-217A011

August 2, 1991

RECORDED

FILED 1425

AUG 5 1991 10 02 AM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

Dear Mr. Strickland:

Submitted herewith for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are two (2) fully executed documents as follows:

Certificate of Satisfaction and Discharge under Conditional Sale Agreements, dated as of July 1, 1991, a secondary document supplementing the Conditional Sale Agreement dated as of March 15, 1976.

Parties to this transaction are as follows:

Railbox Company (Vendee)
101 North Wacker Drive
Chicago, IL 60606

Mercantile-Safe Deposit
& Trust Company (Agent)
Two Hopkins Plaza
Baltimore, MD 21203

The equipment covered by the documents consists of 50'6" 70-ton capacity general service boxcars (240 units covered in the Conditional Sale Agreement, as amended 5/1/76).

Enclosed is our check in the amount of \$15.00 to cover filing fees.

1100 SOUTH WACKER DRIVE
AUG 5 10 36 AM '91

Mr. Sidney L. Strickland
August 2, 1991
Page Two

Prior recordations pertaining to this Certificate of Satisfaction and Discharge are as follows:

- (1) Conditional Sale Agreement dated as of March 15, 1976, recorded on March 30, 1976, recordation number 8254.
- (2) Agreement and Assignment dated as of March 15, 1976, recorded on March 30, 1976, recordation number 8254-A.
- (3) Amendment Agreement dated as of May 1, 1976, recorded on May 20, 1976, recordation number 8254-B
- (4) Lease of Railroad Equipment dated as of January 1, 1983, recorded on January 18, 1983, recordation number 8254-C.
- (5) Assignment of Lease and Agreement dated as of January 1, 1983, recorded on January 18, 1983, recordation number 8254-D.
- (6) Lease Extension Agreement dated as of January 21, 1991, recorded on March 8, 1991, recordation number 8254-E.

A short summary of this Certificate of Satisfaction and Discharge to appear in the Index is as follows:

"Certificate of Satisfaction and Discharge under Conditional Sale Agreements, dated as of July 1, 1991, releasing the lien of the Conditional Sale Agreement dated as of March 15, 1976".

Once the filing has been made, please retain one copy and return the remaining stamped counterpart and transmittal letter copy to me via certified mail.

Very truly yours,



AJB/bar
Enclosures

CERTIFICATE OF SATISFACTION
AND DISCHARGE UNDER
CONDITIONAL SALE AGREEMENTS

8254-F
RECORDED

AUG 5 1991 10 02 AM

INTERSTATE COMMERCE COMMISSION

DATED AS OF JULY 1, 1991

WHEREAS, Pullman Incorporated (Pullman Standard Division), a Delaware corporation ("Vendor A"), American Rail Box Car Company (now Railbox Company), a Delaware corporation ("Vendee"), and Union Pacific Railroad Company, a Utah corporation ("Guarantor"), entered into a Conditional Sale Agreement dated as of March 15, 1976, recorded with the Interstate Commerce Commission ("ICC") March 30, 1976 (No. 8254), pursuant to which Vendor A agreed to sell and the Vendee agreed to purchase 249 railroad boxcars identified in Schedule I hereto ("CSA-A");

WHEREAS, PACCAR Inc., a Delaware corporation ("Vendor B"), American Rail Box Car Company (as Vendee), and Union Pacific Railroad Company (as Guarantor) entered into a Conditional Sale Agreement dated as of March 15, 1976, recorded with the ICC on March 30, 1976 (No. 8252), pursuant to which Vendor B agreed to sell and the Vendee agreed to purchase 320 railroad boxcars identified in Schedule II hereto ("CSA-B", CSA-A and CSA-B being together hereinafter referred to as the "CSA's");

WHEREAS, pursuant to Agreement and Assignments, both dated as of March 15, 1976, Vendor A and Vendor B, assigned certain of their rights under CSA-A and CSA-B to Mercantile-Safe Deposit and Trust Company, a Maryland banking corporation ("Agent"), under a Finance Agreement dated as of March 15, 1976, and such Agreement and Assignments were recorded with the ICC March 30, 1976, (Nos. 8254-A and 8252-A, respectively);

WHEREAS, pursuant to an Amendment Agreement dated as of May 1, 1976, recorded with the ICC May 20, 1976 (No. 8254-B), Annex B to CSA-A was amended to exclude cars 21351-21359 (the boxcars identified in Schedule I, as so amended, and Schedule II being together hereinafter referred to as the "Equipment");

WHEREAS, pursuant to the provisions of Article 17 of the CSA's following default by the Vendee the Guarantor and the Vendee entered into a Lease of Railroad Equipment dated as of January 1, 1983, recorded with the ICC January 18, 1983 (Nos. 8254-C and 8252-B), whereby Guarantor leased from Vendee all the boxcars then subject to the CSA's (the "UP Lease");

WHEREAS, the Vendee assigned the UP Lease for security to the Agent pursuant to an Assignment of Lease and Agreement dated as of January 1, 1983, recorded with the ICC January 18, 1983 (Nos. 8254-D and 8252-C) (the "UP Lease Assignment");

WHEREAS, pursuant to Section 2 of the UP Lease Assignment the Agent has accepted for the account of Vendee the rental payments made by Guarantor under the UP Lease and has applied such payments to satisfy the obligations of Vendee under the CSA's;

WHEREAS, cars reported to the Agent as destroyed through July 1, 1991 are as summarized in Schedule III, and the remaining cars subject to the CSA's as of July 1, 1991 are as identified in Schedule IV;

WHEREAS, the Vendee has or has caused to be satisfied all of its obligations under the CSA's including without limitation the payment in full of the indebtedness secured by the Equipment under the CSA's; and

WHEREAS, the Vendee has requested that the Agent execute and deliver a Certificate of Satisfaction and Discharge under the CSA's:

NOW, THEREFORE, Mercantile-Safe Deposit and Trust Company does hereby certify that the Vendee has or has caused to be satisfied all of its obligations under the CSA's including without limitation the payment in full of the indebtedness secured by the Equipment under the CSA's and that, accordingly, the lien of Mercantile-Safe Deposit and Trust Company, acquired under the CSA's, has been completely discharged.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

By: 

Title: VICE PRESIDENT

(Corporate Seal)

Attest: 

Title: Corporate Trust Officer

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this 17~~th~~ day of JULY, 1991 before me personally appeared John M. Mitchell to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Michael R. Pappalardo
Notary Public

My Commission expires: OCT 22 1994

ANNEX B
TO
CONDITIONAL SALE AGREEMENT
(Pullman)

| Type | AAR Mechanical Designation | Specifications | Builder's Plant | Quantity | Lessee's Identifying Numbers (Both Inclusive) | Unit Base Price* | Total Base Price* | Estimated Time and Place of Delivery |
|---|----------------------------------|--|----------------------|----------|---|---------------------|----------------------|--|
| 50' 6", 70-ton capacity, general service box car | XM | Railbox number 68-43-060744, issued 6/7/74, revised 6/19/74, and 11/26/74, as amended Pullman number 9831 latest revision | Bessemer, Alabama | 249 | RBOX 21351-21599 | \$25,400 | \$6,324,600 | Prior to December 31, 1976, at Builder's Plant |

* Base Price subject to increase or decrease as set forth in Article 4 of the Conditional Sale Agreement to which this Annex B is attached.

ANNEX B
TO
CONDITIONAL SALE AGREEMENT
(PACCAR)

| Type | AAR Mechanical Designation | Specifications | Builder's Plant | Quantity | Lessee's Identifying Numbers (Both Inclusive) | Unit Base Price* | Total Base Price* | Estimated Time and Place of Delivery |
|---|----------------------------------|---|-----------------------|----------|---|---------------------|----------------------|--|
| 50'6" 70-ton capacity, general service box car | XM | Railbox number 68-48-060744, issued 6/7/74, revised 6/19/74, and 11/26/74 and PC-425 dated 8/28/75 as revised | Renton, Washington | 320 | RBOX 20080-20399 | \$26,400 | \$8,448,000 | Prior to December 31, 1976, at Builder's Plant |

* Base Price subject to increase or decrease as set forth in Article 4 of the Conditional Sale Agreement to which this Annex B is attached.

CHANGES IN CARS REMAINING
THROUGH 7/1/91

| <u>Car Type</u> | <u>Quantity</u> | <u>Identifying Numbers</u> <u>(Inclusive)</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|----------------------------|--|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|-------|--------|
| <u>Originally Scheduled</u> <u>Equipment</u> | | <u>RBOX</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 50'6", 70-ton capacity, general service boxcar | 249 | 21351-21599 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <u>320</u> | 20080-20399 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sub-Total | <u>569</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <u>Deleted by Amendment</u> <u>Dated 5/1/76</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | (<u>9</u>) <u>560</u> | 21351-21359 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <u>Casualties Reported Prior</u> <u>to 1/1/83 U.P. Lease</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | (10) | 20114 20159 20169 20192 20246 20386 20389 20393 21459 21466 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sub-Total | <u>550</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <u>Casualties Reported</u> <u>After 1/1/83</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | (14) | <u>RBOX</u> <table border="0" style="margin-left: 20px;"> <tr><td>20089</td><td>130009</td></tr> <tr><td>20106</td><td>130026</td></tr> <tr><td>20226</td><td>130142</td></tr> <tr><td>20265</td><td>130180</td></tr> <tr><td>20315</td><td>130230</td></tr> <tr><td>21372</td><td>130412</td></tr> <tr><td>21392</td><td>130432</td></tr> <tr><td>21409</td><td>130449</td></tr> <tr><td>21440</td><td>130480</td></tr> <tr><td>21453</td><td>130493</td></tr> <tr><td>21493</td><td>130531</td></tr> <tr><td>21527</td><td>130565</td></tr> <tr><td>21532</td><td>130570</td></tr> <tr><td>21560</td><td>130598</td></tr> </table> | 20089 | 130009 | 20106 | 130026 | 20226 | 130142 | 20265 | 130180 | 20315 | 130230 | 21372 | 130412 | 21392 | 130432 | 21409 | 130449 | 21440 | 130480 | 21453 | 130493 | 21493 | 130531 | 21527 | 130565 | 21532 | 130570 | 21560 | 130598 |
| 20089 | 130009 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20106 | 130026 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20226 | 130142 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20265 | 130180 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20315 | 130230 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21372 | 130412 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21392 | 130432 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21409 | 130449 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21440 | 130480 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21453 | 130493 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21493 | 130531 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21527 | 130565 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21532 | 130570 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21560 | 130598 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Equipment Remaining 7/1/91 | <u><u>536</u></u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

SCHEDULE IV

CARS REMAINING AT 7/1/91

| <u>Car Type</u> | <u>Quantity</u> | <u>Identifying Numbers (Inclusive)</u> | |
|---|-----------------|--|---------------|
| | | <u>RBOX</u> | <u>UP</u> |
| 50'6", 70-ton capacity, general service boxcar | 9 | 20080-20088 | 130000-130008 |
| | 16 | 20090-20105 | 130010-130025 |
| | 7 | 20107-20113 | 130027-130033 |
| | 44 | 20115-20158 | 130034-130077 |
| | 9 | 20160-20168 | 130078-130086 |
| | 22 | 20170-20191 | 130087-130108 |
| | 33 | 20193-20225 | 130109-130141 |
| | 19 | 20227-20245 | 130143-130161 |
| | 18 | 20247-20264 | 130162-130179 |
| | 49 | 20266-20314 | 130181-130229 |
| | 70 | 20316-20385 | 130231-130300 |
| | 2 | 20387-20388 | 130301-130302 |
| | 3 | 20390-20392 | 130303-130305 |
| | 6 | 20394-20399 | 130306-130311 |
| | 12 | 21360-21371 | 130400-130411 |
| | 19 | 21373-21391 | 130413-130431 |
| | 16 | 21393-21408 | 130433-130448 |
| | 30 | 21410-21439 | 130450-130479 |
| | 12 | 21441-21452 | 130481-130492 |
| | 5 | 21454-21458 | 130494-130498 |
| | 6 | 21460-21465 | 130499-130504 |
| | 26 | 21467-21492 | 130505-130530 |
| | 33 | 21494-21526 | 130532-130564 |
| | 4 | 21528-21531 | 130566-130569 |
| | 27 | 21533-21559 | 130571-130597 |
| | 39 | 21561-21599 | 130599-130637 |
| | <u>536</u> | | |